EVIDENCE OF TRANSFER OF CLAIM

Exhibit B

TO: United States Bankruptcy Court
                Southern District of New York

AND TO: MOTORS LIQUIDATION COMPANY
                (F/K/A GENERAL MOTORS CORPORATION) ("Debtor")
                Case No. 09-50026

Claim # 44615

AMBER POWLEDGE, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

> **DOVER MASTER FUND II, L.P.**
> c/o Longacre Management, LLC
> 810 Seventh Avenue, 33rd Floor
> New York, NY 10019
> Attn: Vladimir Jelisavcic

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller, including all rights of stoppage in transit, replevin, and reclamation, in the principal amount of $5,000,000.00 ("Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated August __20__, 2010.

AMBER POWLEDGE

By: _____
Name:
Title:

DOVER MASTER FUND II, L.P.
By Longacre Management, LLC, its General Partner

By: _____
Name: Vladimir Jelisavcic
Title: Manager